

EDEN PRAIRE DUCK LAKE ASSOCIATION BYLAWS (Adopted Sept. 8, 2022)

The Eden Prairie Duck Lake Association (EPDLA) incorporated July 2022 as a Nonprofit Minnesota Corporation. The mission of the EPDLA and its members is to work together to protect and enhance the quality of the water, the aquatic environment, the fish and wildlife habitat of Duck Lake and its surrounding watershed. The EPDLA is committed to improve and preserve the health of our lake for present and future generations. The purpose of this organization shall be to: promote the environmental integrity of Duck Lake; protect the environmental health of the contiguous area which drains into the lake; guarantee as much as possible the ongoing availability of the lake for recreational uses; and serve as a vehicle for supporting the interests of the property owners who live on and around the lake.

ARTICLE I - MEMBERS

1. **Membership Types** Membership of the Eden Prairie Duck Lake Association (the "Association") shall be of two categories. Members of the Association shall consist of individuals who are Lakeshore Property Owners directly adjacent to Duck Lake (the "Lake") and nearby Non-Lakeshore Property Owners who share an interest in the well-being and management of Duck Lake.
2. **Membership Eligibility** All homes owning lakeshore property lying along the perimeter of Duck Lake, Eden Prairie, Minnesota shall be eligible for membership in the Association. Non-lakeshore property owners with addresses located on streets that have direct lake view and or access to Duck Lake, as identified in the attached list of addresses and map (see Appendix A), shall also be eligible for membership in the Association.
3. **Membership Dues** Membership dues shall be determined on an annual basis by a majority of the EPDLA Board of Directors (the "Board"). The membership year of the Association shall begin on July 1 and end on June 30 of the following year. Individuals who are Lakeshore Property Owners shall pay 100% of the annual dues. Individuals who are Non-Lakeshore Property Owners shall pay 50% of the annual dues. In the inaugural year of the Association, full annual dues shall be set at \$50 per household. A Member of the Association shall be considered to be in good standing if he/she has paid their annual dues within 30 days after the start of the next Membership Year.
4. **Membership Voting Eligibility** Only one individual representative for each member household shall be eligible to vote. Lakeshore Property Owner Members shall be eligible to vote on any issue brought before the membership for consideration. Non-Lakeshore Property Owner Members shall be eligible to vote on most issues but shall not be eligible to vote on any issues that would have direct impact on the property values of Lakeshore Property Owners, as determined by the Board.

ARTICLE II - MEETINGS OF THE MEMBERSHIP

1. **Meeting Locations** All meetings of the Association Members entitled to vote shall be held at a place within Eden Prairie which shall be specifically designated by the Board of Directors in

the notice of any such meeting.

2. **Annual Membership Meetings** The Association shall convene an Annual Meeting of Members entitled to vote. During these Annual Meetings, the Members shall elect the Board of Directors for the ensuing year and shall transact such other business as shall properly come before them. Annual Meetings shall be held at a place and time designated by the Board of Directors.
3. **Special Meetings** A quorum of Board members shall have the authority to call special meetings of the Association membership on an ad-hoc basis, to address specific issues that may arise. Any member of the Association shall have the ability to suggest to the Board specific topics that may require convening of a special meeting of the membership, but such meetings shall only be convened if a quorum of Board members agrees. Special meetings shall be held at a place and time designated by the Board of Directors.
4. **Notice of Meetings** Written notice of the time and place of the Annual Meeting or of any special meeting of the Members shall be sent to each Member of the Association entitled to vote at least ten (10) days prior to the meeting. However, failure to send such notice shall not invalidate such meetings. Written notice shall be sent to their email address as it appears in the membership records of the Association. It is the responsibility of Members to ensure that this information is kept current. Every notice of any special meeting shall state the purpose or purposes for which the meeting has been called, and the business transacted at a special meeting of the Association shall be limited to the purposes stated in the notice.
5. **Quorum and Adjourned Meetings** The presence of 10 Members shall constitute a quorum at all meetings of the Members for the transaction of business except as otherwise provided by law, by the Articles of Incorporation of this Association, or by these Bylaws. In the absence of a quorum, any meeting may be adjourned from time to time or from place to place and no notice as to such adjourned meeting or the place thereof need be given other than by announcement at the meeting at which adjournment is taken. At such an adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally called, provided a quorum shall be present or represented by proxy.
6. **Voting and Proxies** At any meeting of the membership, one Member per registered property shall be entitled to vote and may vote in person or by a proxy who has been given written permission by the Member. A simple majority will be required to determine the outcome of any vote, as long as a quorum has been achieved.
7. **Written Ballots** An action that may be taken at a regular or special meeting of Association Members may also be taken without an in-person meeting if the Association has delivered a written ballot describing the proposed action to all eligible voting Members and has provided an opportunity to vote for or against each proposed action. Solicitations pursuant to this Section 2.7 shall indicate the: 1) number of responses necessary to meet quorum requirements; 2) percentage of approvals necessary to meet quorum requirements and approve each action; and 3) due date by which the ballot must be received. Approval of proposed actions under this Section 2.7 shall only be valid if the number of ballots received equals or exceeds the quorum required for an in-person meeting. Written ballots may be delivered personally, sent by facsimile communications, sent by electronic email, posted on an electronic network with a

separate notice to the Member of the specific posting, or mailed postage prepaid.

ARTICLE III - BOARD OF DIRECTORS

1. **Authority** The Board of Directors of the Association shall be responsible for the general management of its affairs and shall elect all Officers of the Association. In addition to the powers and authorities expressly conferred by these Bylaws upon it, the Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles of Incorporation of this Association or by these Bylaws directed or required to be exercised or done by the Members.
2. **Qualifications** All Members of the Association in good standing shall be eligible for election to the Board of Directors.
3. **Number** The number of Directors shall not be less than five (5) nor more than eleven (11). A majority of the Directors shall be Lakeshore Property Owner Members. The exact number of Directors shall be fixed from time to time exclusively by the Board pursuant to a resolution adopted by a majority of Directors then in office. The Directors may be elected at the Annual Meeting or at any special meeting of the Members called for that specifically stated purpose. All Directors shall hold their offices until the next succeeding Annual Meeting of the Members or until their successors have been elected.
4. **Term** The term of a Director shall be for three (3) years. A Director shall not serve more than three successive terms unless specifically authorized by the vote of a majority of the Directors.
5. **Nominations for Directors** The Board shall designate a nominating committee to identify potential Director candidates, comprised of two (2) current Board members and one (1) at-large Member of the Association. Volunteers and/or nominations for service as Directors for the following year shall be received by the nominating committee at least ten (10) days before the Association's Annual Meeting. The nominating committee may nominate one or more candidates for each position. The nominating committee shall strive to have geographic balance among the nominees so that the various sub-neighborhoods around Duck Lake are represented. The nominating committee shall submit to the Members its nominees for election as Directors at the Annual Meeting of the Association. Association Members may also nominate candidates from the floor at the Annual Meeting. All nominees for Director must be members of the Association in good standing.
6. **Voting** Association Members may cast one vote for each Director nominee. Voting may be by voice vote or ballot. In the case of a tie vote, the outgoing Board will vote to determine who shall fill the position.
7. **Vacancies** If the office of any Director(s) becomes vacant by reason of an increase in the number of Directors, death, resignation, retirement, disqualification, removal from office or otherwise, the remaining Directors, though less than a quorum, shall choose an interim successor(s) who shall hold office until the next annual election and until a new successor or successors have been duly elected.

8. **Annual Meeting of the Board** The Board of Directors shall meet annually for the purpose of electing Officers for the ensuing year and for such other business as may properly come before it. The Board's annual meeting shall be held each year immediately following the Annual Meeting of the Members of the association; or at such other time as may be set by the Members at the time of election.
9. **Special Meetings** Special meetings of the Board of Directors may be called by the President or by any two Directors as long as there has been five (5) days' advance notice to each Director. No business may be transacted other than that stated in the call.
10. **Meetings Without Notice** Any Director may in writing, either before or after the meeting, waive notice thereof; and without notice any Director by his/her attendance at and participation in the action taken at any meeting of the Board of Directors shall be deemed to have waived notice thereof. Whenever all the Directors of this Association are present and consent to or participate in a meeting thereof, such meeting shall be deemed to be a legal meeting and all the business transacted thereat shall be legal, valid, and in all respects the same as though such meeting had been regularly called with proper notice.
11. **Consent to Action** Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if done in writing and signed by all the Directors.
12. **Quorum and Adjourned Meetings** At all meetings of the Board of Directors, a quorum sufficient for the transaction of business shall consist of a majority of the Directors. If, however, such quorum shall not be present at any such meeting, the Directors or Director present thereat shall have power to adjourn the meeting from day to day without notice other than announcement at the meeting, until a quorum shall be present.
13. **Director Participation** Regular attendance by Directors at regular meetings of the Board and the Annual Meeting of the Association is expected. In the event a Director has unexcused absences at two or more consecutive Board meetings, the Board, in its discretion, may, upon an affirmative vote of two-thirds (2/3) of the Directors declare the Director's seat abandoned by such Director and consider the seat vacant. Prior to the Board taking final action to declare such a vacancy, the President or Secretary shall contact such Director and such director shall be offered the opportunity to appear in person, have a representative appear in person, or submit documentation on his/her behalf at the meeting at which the Board will take final action to determine such Director's seat has been abandoned and to consider his or her seat vacant.
14. **Removal** Any Director may be removed from office as a Director with cause by a two-thirds (2/3) vote of the Directors then in office. "Cause" is defined as violation of the Association policies and rules, conviction of a felony, or any other such action reflecting adversely on the Association.
15. **Place of Meetings** The Board may meet at such places in the Eden Prairie as the President of the Association may from time to time determine.

16. **Number of Meetings** The Board shall conduct Board meetings at least four times per year.
17. **Board Action Without Meetings** Any action of the Board required or permitted to be taken at a Board meeting, other than an action requiring approval of the Association's Members, may be taken by written action signed, or consented to by authenticated electronic communication, by the number of Directors that would be required to take action at a meeting of the Board at which all Directors were present. If any written action is taken by less than all of the Directors entitled to vote, all Directors entitled to vote shall be notified immediately of its text and effective date. Failure to provide such notice does not invalidate the written action.
18. **Remote Participation in Meetings** Any and all Directors may participate in any meeting of the Board by one or more means of remote communication through which all Directors may participate in the meeting, if the same notice is given of the meeting as would be required for a meeting, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting. Such remote means would include conference telephone, video conference, the Internet, Skype, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participating in a meeting in this manner constitutes presence at a meeting.
19. **Duties** Each Director shall be expected to strive to achieve the objectives of the Association and to act upon the business of the Association in a thoughtful and conscientious manner. Directors are expected to take an active role in the promotion and development of the Association.
20. **Compensation** Directors, as such, shall not receive any stated salary for their services but may be reimbursed for actual expenses while conducting Association business, provided that such expenses are authorized by the Board and such expenses are supported by adequate documentation. Expense reimbursement for non-Board members shall be allowed only with prior approval of the Board. All expenses shall be submitted to the Treasurer and must be proved by adequate documentation.

ARTICLE IV - OFFICERS

1. **Officers, Qualifications, Authority and Election** The Officers of the Association shall be chosen by the Board and shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other Officers as the Board of Directors may from time to time deem advisable. The Board may fix the powers, duties and compensation of any Officers not specifically provided for herein. Any two or more offices may be held by the same person at the same time except that the same person shall not hold at the same time the offices of President and Vice-President.
2. **Term** The terms of the President, Vice President, Secretary and Treasurer shall be for one year, beginning at the adjournment of the annual meeting of the Board at which they are elected and continuing until the adjournment of the annual meeting of the Board in the following year. Officers may succeed themselves in an office.
3. **Removal** Any Officer may be removed at any time by the Board of Directors with or without

cause. In case of the death, disqualification, absence, or inability to act of any Officer of the Association, or for any other reason that the Board may deem sufficient, the Board may delegate for the time being the powers, duties, or any of them, of such Officer to any other Officer or to any Director.

4. **Vacancies** The Board of Directors may fill all vacancies in any office of this Association. The person so elected to fill any such vacancy to hold office for the unexpired term in respect to which such vacancy occurs.
5. **President** The President shall be the chief executive officer of the Association; he/she shall, unless otherwise directed by the Board of Directors, preside at all meetings of the Members and Directors; he/she shall have general and active management of the business of the Association, under the supervision and direction of the Board and shall see that all orders and resolutions of the Board are carried into effect. The President can be bonded as required by the Board. The President shall execute all contracts or instruments requiring the prior consent of the Board or Association. The President shall have such other powers and perform such other duties as the Board may from time to time prescribe. The President shall vote in case of a tie vote by the Board. The President shall appoint the chairs of all committees of the Association and may serve as an ex-officio member of all committees. The President is responsible for enforcement of all Bylaws and any rules, regulations and policies which may be adopted by the Board.
6. **Vice President** The Vice President shall assist the President and shall preside at meetings of the Association and the Board in the absence of the President and may service as ex-officio member of all committees. He/She shall perform such other duties as may be assigned by the Board and/or the President. The Vice-President can be bonded as required by the Board.
7. **Secretary** The Secretary shall prepare minutes of all meetings of the Association and the Board and provide, or cause to be provided, timely notice of regular and special meetings of the Board and the Association to Directors and Members entitled to receive such notices. The Secretary shall maintain all permanent records of the Association, including Articles of Incorporation, Bylaws, minutes of meetings of the Association and Board committees, and an accurate list of the Members of the Association. The Secretary shall attend all meetings of the Board of Directors and of the Members and record all votes during proceedings of the Board of Directors or Members in a book to be kept for that specific purpose. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President. The Secretary can be bonded as required by the Board.
8. **Treasurer** The Treasurer shall be responsible for the financial affairs of the Association. The Treasurer shall receive all funds paid to the Association and shall pay the bills accrued by the Association as authorized by the Board. The Treasurer shall make a report at the Annual Meeting of the Association on the financial affairs of the Association. The Treasurer shall serve as chair of the finance committee, if the Association has such a committee. The Treasurer shall perform such duties as assigned by the Board and/or President. All checks payable to the Treasurer of the Association in his/her capacity as Treasurer must be co-signed by the President. The Treasurer shall cause all Association funds to be deposited in a financial institution approved by the Board. The Treasurer can be bonded as required by the Board.

9. **Past President** The immediate Past President shall serve on the Board and the executive committee (if there is an executive committee) for one year following his/her term as President. In the event of the resignation of the immediate Past President, the Board may appoint the previous Past President to serve the remainder of the term.
10. **Officers Shall Not Lend Association Credit** No Officer of this Association shall sign or endorse in the name of or on behalf of this Association, or in his/her official capacity, any obligation for the accommodation of any other party or parties; nor shall any check, note, bond, or other security or thing of value belonging to this Association be used by any Officer or Director as collateral for any obligation of his/her own or for any other purpose than for use of the association.
11. **Compensation** Officers, as such, shall not receive any stated salary for their services but may be reimbursed for actual expenses while conducting Association business, provided that such expenses are authorized by the Board and such expenses are supported by adequate documentation. Expenditures for bonding of the President, Vice President, Secretary, Treasurer, or other Officers of the Association, if required, shall be paid by the Association. All expenses shall be submitted to the Treasurer and must be proved by adequate documentation.

ARTICLE V - COMMITTEES

1. **Committees** The President shall have the power to form committees as he/she deems necessary to further the objectives of the Association.
2. **Committee Chairs** For each of the committees except the executive committee (if there is an executive committee), the President shall appoint a committee chair who shall serve until such time as the committee chooses to elect its own chair. Any Association Member, including a Director, may serve on any committee or be elected a committee chair. A committee chair may be removed as chair for cause by two-thirds (2/3) vote of the members of that committee, or in the case of a committee of one, by two-thirds (2/3) vote of the Board.
3. **Committee Expenditures** No committee may spend Association funds without prior authorization by the Board. Budgeted expenditures are considered Board authorized.
4. **Committee Membership** Committee membership is restricted to Association Members; however, non-members may serve in an ex-officio, non-voting capacity.

ARTICLE VI - FINANCIAL MATTERS

1. **Fiscal Year** The fiscal year of the Association shall begin on July 1 and end on June 30.
2. **Financial Statements** The Board of Directors may from time to time ask that an accounting firm perform an Agreed Upon Procedure to review the financial statements of the Association.
3. **Checks, Etc.** All checks, promissory notes and other commercial paper and all contracts necessary or proper to be executed in the business of the Association may be signed by such

Officer(s) or such persons as the Board shall have authorized for that purpose.

ARTICLE VII - NOTICES

1. **Notices** Whenever notice is required to be given to any Member, Director, Officer, or committee member under the provisions of these Bylaws, it shall not be construed to require personal notice. Such notice shall be given in writing by email or mail, using the last known address appearing on the books and records of the Association. Mailed notices shall be deposited at the post office or in a letter box in a postage-paid, sealed envelope, addressed to the intended Member, Director, Officer or committee member.

ARTICLE VIII - LIABILITY

1. **Association Liability** It is implicitly understood that the Association assumes no responsibility or liability for the safety or well-being of any Association Members or representative of an Association Member attending, managing, or participating in any meeting or other function of the Association.
2. **Director or Officer Liability** No Director or Officer, former Director or Officer, or any authorized agent of the Association shall be liable in any manner to the Association or any person or group for any loss or damage sustained as a result of action taken or omitted to be taken by said Director or agent in good faith if he/she exercised or used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his own affairs.

ARTICLE IX - INDEMNIFICATION

1. **Indemnification** The Association shall indemnify such persons, for such expenses and liabilities, in such a manner, under circumstances, and to such extent as required by Section 317A.521 of Minnesota statutes, as now enacted or hereafter amended.

ARTICLE X - AMENDMENTS

1. **Amendment Proposals** Amendments to these Bylaws may be initiated by written petition of at least 20% of the members of the Board. Proposed amendments should be considered by the executive committee (if there is an executive committee) which may make a report and recommendation to the Board.
2. **Approval** After 30 days' notice, these by laws may be amended by two-thirds (2/3) of the members of the Board of the Association.

ARTICLE XI - RULES OF ORDER

1. **Rules** All meetings of the Association and Board of Directors shall be conducted in accordance with the latest edition of "Robert's Rules of Order", except where such rules conflict with these bylaws.

ARTICLE XII - DISSOLUTION CLAUSE

Upon the dissolution of this corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or to a state or local government, for a public benefit purpose. Any assets not disposed of shall be disposed of by a court of a competent jurisdiction in the county in which the principal office of the organization is then located. Exclusively for such purposes or to such organization or organizations, as said court shall determine, which is organized and operated exclusively for such purposes.

ARTICLE XIII - ETHICS STATEMENT

The Association shall always endeavor to be wholly transparent and ethical in its conduct and shall mitigate any real or perceived conflicts of interest. The Association shall not discriminate against any Member or prospective Member of the Association on the basis of their gender, race, ethnicity, religion, or disability status.

<u>Maya Santanaria</u>	<u>9/8/2022</u>
BOARD PRESIDENT	DATE
<u>Jully D. Rutherford</u>	<u>9/8/2022</u>
BOARD SECRETARY	DATE
<u>Rob Fisher</u>	<u>9/8/2022</u>
BOARD AT LARGE	DATE
<u>Saura A Hookom</u>	<u>9/8/2022</u>
BOARD AT LARGE	DATE
_____ BOARD AT LARGE	_____ DATE